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**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:)	
	(Case No. 08-36705
SUPERIOR AIR PARTS, INC.,)	Chapter 11
	(Hearing Date: February 24, 2009
Debtor.)	3:15 PM CDT

**ZANZI S.p.A'S OBJECTION TO
DEBTOR'S MOTION TO REJECT CERTAIN EXECUTORY CONTRACTS**

**TO: THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE**

ZANZI S.p.A, an Italian company ("Zanzi"), files its Objection To Debtor's Motion To Reject Certain Executory Contracts and would respectfully show the Court as follows:

1. - 6. Zanzi admits the allegations of fact contained in paragraphs 1. through 6. of Debtor's Motion To Reject Certain Executory Contracts.
7. Zanzi denies and objects to the allegations and requests of Debtor which pertain to Zanzi contained in paragraph 7. of Debtor's Motion To Reject Certain Executory Contracts.

8. While Zanzi agrees with some of the statements of Debtor contained in paragraph 8. of Debtor's Motion To Reject Certain Executory Contracts, Zanzi objects to all allegations which pertain to Zanzi and alleges that the Purchase Orders received from Superior and completed by Zanzi prior to December 29, 2008 aggregate \$664,421.33 and are not executory contracts. Pursuant to other Purchase Orders provided by Debtor for airplane engine parts, Zanzi in fact had Work in Process of \$679,447.11 and had materials purchased of \$87,663.33 at the time Superior filed bankruptcy. The Work in Process and the materials required by the Purchase Orders were acquired pursuant to specifications which Zanzi will find difficult to use for any of its other customers. Superior should be held liable for (1) the manufactured valves completed by Zanzi; (2) the Work in Process; and (3) the materials in stock prior to December 29, 2008.

9. & 10. Zanzi denies and objects to the allegations and requests of Superior in paragraphs 9. and 10. of Superior's Motion To Reject Certain Executory Contracts, if any, which apply to Zanzi. Superior issued Purchase Order revisions in May, 2008. Zanzi alleges that Debtor acted in bad faith in meeting with Zanzi in Dallas in June of 2008 and in Italy in October of 2008, when it failed to cancel the Purchase Orders. At both times, Debtor's representatives confirmed it wanted the Purchase Orders honored by Zanzi. Debtor only revised the time of deliveries of the valves and materials. Debtor knew that by its misrepresentations, Zanzi would incur irrecoverable damages by continuing to assure Zanzi that Debtor would

honor delivery and payment for the valves set-forth in the Purchase Orders. Attached hereto and incorporated herein as "Exhibit A" is a copy of Zanzi's Proof of Claim aggregating \$1,431,531.76.

11. Debtor should not be allowed to reject its obligations to Zanzi after filing bankruptcy on December 29, 2008. Debtor could have mitigated Zanzi's damages in both June and October of 2008, but chose to keep Zanzi in its manufacturing mode. Debtor knew that the manufacturing process took four or more months to complete.

WHEREFORE, Zanzi respectfully requests that the Court enter an order denying Debtor's Motion To Reject Certain Executory Contracts as such contracts (Purchase Orders) relate to Zanzi; that the Court enter an Order that Debtor owes Zanzi \$1,431,531.76 for goods purchased from Zanzi; and that the Court grant such other and further relief to Zanzi as is just and equitable.

Respectfully submitted,

LARRY K. HERCULES,
ATTORNEY AT LAW

/s/ Larry K. Hercules

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ATTORNEY FOR Zanzi S.p.A.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing Zanzi S.p.A's Objection To Debtor's Motion To Reject Certain Executory Contracts was sent by first class U.S. mail, postage prepaid, to Stephen A. Roberts, Robert P. Franke and Duane J. Brescia, Strasburger & Price, LLP, Attorneys for Debtor, 600 Congress, Suite 1600, Austin, Texas, 78701, as well as the parties listed below and on the attached service list on this the 18th day of February, 2009:

U.S. Trustee:

Office of the U.S. Trustee
100 Commerce Street
Room 976
Dallas, Texas 75242-1496

Arkadin, Inc.

620 Tinton Avenue
Tinton Falls, NJ 07724

Choice Solutions, L.L.C.

Attn: James Steinlage
10801 Mastin Blvd., Suite 900
Overland Park, KS 66213

New Horizons

5151 Belt Line Road
Dallas, TX 75254

Print, Inc.

11265 Kirkland Way, Suite 3000
Kirkland, PA 98033

Thielert Aircraft Engines GmbH

Nieritzstr 14
D-10097, Dresden Germany

Web Trends

851 SW 6th Avenue, #600
Portland, OR 97204

/s/ Larry K. Hercules_____

Larry K. Hercules